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COUNSEL FOR PRM REALTY GROUP, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	CASE NO. 10-30240-HDH-11
PETER R. MORRIS,	§	
	§	CHAPTER 11
Debtor.	§	
In re:	§	
	§	CASE NO. 10-30241-HDH-11
PRM REALTY GROUP, LLC,	§	
	§	CHAPTER 11
Debtor.	§	
	§	Expedited Hearing
	§	Requested for 5/6/11 @ 10:00 a.m.

**DEBTORS' EXPEDITED MOTION TO (i) APPROVE SETTLEMENT WITH SPCP
GROUP, LLC; (ii) ESTABLISH CASE MANAGEMENT DEADLINES; (iii)
AUTHORIZE CONDITIONAL SALE OF CERTAIN REAL PROPERTY FREE AND
CLEAR OF INTERESTS PURSUANT TO 11 U.S.C. § 363(b) AND (f); AND, (iv)
APPROVE AGREEMENT GRANTING RELIEF FROM STAY PURSUANT TO
BANKRUPTCY RULE 4001(d)**

TO THE HONORABLE HARLIN D. HALE,
UNITED STATES BANKRUPTCY JUDGE:

Peter R. Morris and PRM Realty Group, LLC, debtors and debtors in possession (together,
the “Debtors”), file this Motion to (i) Approve Settlement with SPCP Group, LLC; (ii) Establish

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ESTABLISH CASE MANAGEMENT DEADLINES; (iii) AUTHORIZE CONDITIONAL
SALE OF CERTAIN REAL PROPERTY FREE AND CLEAR AND (iv)
APPROVE AGREEMENT GRANTING RELIEF FROM STAY --**

Case Management Deadlines; (iii) Authorize Conditional Sale of Certain Real Property Free and Clear of Interests Pursuant to 11 U.S.C. § 363(b) and (f); and, (iv) Approve Agreement Granting Relief from Stay Pursuant to Bankruptcy Rule 4011(d) (the “Motion”) and respectfully state as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b). This matter is a core proceeding, and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The basis for relief requested herein is 11 U.S.C. §§ 105, 362, 363 and Bankruptcy Rules 4001, 6004 and 9019.

II. BACKGROUND

3. On January 6, 2010 (the “Petition Date”), Peter R. Morris (“Morris”) filed a voluntary petition for protection under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Morris continues to operate his business and manage his property as a debtor in possession. No trustee or examiner has been appointed in Morris’ Chapter 11 bankruptcy proceeding, nor has a creditors’ committee or other official committee been appointed pursuant to 11 U.S.C. § 1102.

4. Also on the Petition Date, PRM Realty Group, LLC (“PRM Realty”) filed a voluntary petition for bankruptcy protection under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, PRM Realty continues to operate its businesses and manage its properties as a debtor in possession. No trustee or examiner has been appointed in PRM Realty’s Chapter 11 bankruptcy proceeding, nor has a creditors’ committee or other official committee been appointed pursuant to 11 U.S.C. § 1102.

5. Morris is the President and Chief Executive Officer of PRM Realty. His real estate activities include strategic planning and business development. He has over thirty (30) years of experience in financing, developing, and operating high-end single family, multi-family and commercial real estate.

6. PRM Realty is a privately held real estate firm specializing in financing, developing, and managing world-class real estate ventures both in the United States and around the world. PRM Realty's expertise includes all fields vital to successful real estate transactions, including finance, theoretical and practical appraisals and valuations, acquisitions, urban and development planning, marketing, architecture and design, engineering, construction, leasing and property management, strategic planning, risk analysis, law, and capital market movements. Morris is the majority owner and controlling principal of PRM Realty.

7. Morris and PRM Realty have been embroiled in litigation with SPCP Group, LLC ("SPCP") almost from the inception of these cases. This litigation has largely centered around two secured debts owing to SPCP by Morris, PRM Realty and certain of their affiliates.

A. SPCP Secured Claims

8. Lake Valhalla Estates, LLC ("LV Estates") is (a) the maker under that certain Consolidated, Amended and Restated Note (the "LV Note"), dated June 30, 2006, by and between SPCP's predecessor-in-interest, Bridge Funding, Inc. ("Bridge"), and LV Estates, in the principal amount of Ten Million Five Hundred Thousand and 00/100 Dollars (\$10,500,000.00) (the "LV Note"), and (b) party to that certain Consolidation, Modification, Extension and Spreader Agreement, dated June 30, 2006 (same as previously and subsequently modified, amended, restated, consolidated and/or extended from time to time, collectively, the "LV Mortgage"), by and between Bridge, as lender, and PRM Jackson Pond Resort Residential

Development Associates, LLC ("PRM JP"), Zoey Estates, LLC ("Zoey"), and Morris (collectively, the "PRM Group"), as mortgagors. The Valhalla Mortgage secures, in part, the LV Note and covers over 1,000 acres of land owned by Zoey and the debtor Morris, located in the towns of Phillipstown and Fishkill, respectively, in the counties of Putnam and Dutchess, respectively, State of New York (all as more specifically described pursuant to the LV Mortgage, the "LV Property").

9. Simultaneously with the assignment of the LV Note at the loan closing, the LV Mortgage was assigned from Bridge to SPCP on or about June 30, 2006.

10. PRM Realty, Zoey, and Morris, among others, are guarantors under that certain Guaranty of Payment (as amended, modified and extended from time to time, (the "LV Guaranty"), dated June 30, 2006, in the principal amount of Ten Million Five Hundred Thousand and 00/100 Dollars (\$10,500,000.00) with respect to the LV Note. The LV Guaranty unconditionally guarantees payment and performance of, among other things, LV Estate's obligations under the LV Note.

11. PRM JP is (i) the maker under that certain Consolidated, Amended and Restated Note, dated June 30, 2006, by and between SPCP's predecessor-in-interest, Bridge Funding, Inc. ("Bridge"), and PRM JP, in the principal amount of TEN MILLION and 00/100 Dollars (\$10,000,000.00) (the "JP Note"), and (ii) the mortgagor under that certain Consolidation, Modification, Extension and Spreader Agreement, dated June 30, 2006 (same as previously and subsequently modified, amended, restated, consolidated and/or extended from time to time, collectively, the "JP Mortgage"), by and between Bridge, as lender, and PRM JP, Zoey and Morris, as mortgagors whereby PRM JP mortgaged to Bridge the premises known as: 30

Cottage Drive, Vicki Lane and 96 Lake Walton Road, respectively, East Fishkill, Dutchess County, New York (all as more specifically described in the JP Mortgage, the "JP Property").

12. The JP Note and JP Mortgage were assigned to SPCP on or about June 30, 2006.

13. Morris and PRM Realty are guarantors under that certain Guaranty of Payment (as amended, modified and extended from time to time, the "JP Guaranty"), dated June 30, 2006, by and between Bridge and the Debtors and other guarantors, in the principal amount of TEN MILLION and 00/100 Dollars (\$10,000,000.00). The JP Guaranty unconditionally guarantees payment and performance of, among other things, PRM JP's obligations under the JP Note.

14. The LV Note, Mortgage and Guaranty and the JP Note, Mortgage and Guaranty were subsequently amended by that certain Loan, Notes, and Mortgage Modification Agreement (the "First Modification Agreement"), dated April 8, 2008, by and among Bridge and SPCP, and PRM JP, PRM Realty, Zoey, Morris and Maluhia Nine, LLC ("Maluhia Nine"), which gave a secured Limited Guaranty up to \$1,500,000 as additional collateral to Bridge and SPCP.

15. The LV Note and Mortgage and the JP Note and Mortgage were further amended by that certain Second Loan, Notes and Mortgage Modification Agreement (the "Second Modification Agreement"), dated September 23, 2008, by and among Bridge and SPCP, and the PRM Group. Pursuant to the First and Second Modification Agreements certain obligations due and owing under the JP Note were cross-collateralized with the LV Property and the LV Mortgage (as more specifically set forth in the First and Second Modification Agreements).

16. As of the date of this Motion, SPCP asserts that the principal, interest and other fees due and owing under the LV Note and Guaranty is in excess of \$15.8 million and the principal interest and other fees due and owing on the JP Note and Guaranty is in excess of \$17.7 million.

B. SPCP Litigation with the Debtors.

17. There are several contested matters currently pending between SPCP and the Debtors in these cases. In the Morris case, SPCP filed its Motion to Appoint Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104 or, in the Alternative, Convert Case to Chapter 7, or, in the Alternative, to Appoint Examiner ("Trustee Motion") [Docket No. 108] on May 6, 2010. The hearing on the Trustee Motion has commenced and it is currently set for continued hearing on May 6, 2011.

18. In addition, SPCP has objected to the Debtors' Fourth Motion to Extend Exclusivity filed on April 1, 2011 [Docket No. 316], and it is set for hearing on May 6, 2011.

19. In the PRM Realty case, the United States Trustee filed a Motion to Convert to Chapter 7 under 11 U.S.C. § 1112(b)(1) [Docket No. 190] on December 30, 2010 ("Motion to Convert"). SPCP joined in the Motion to Convert on January 20, 2011 [Docket No. 196]. The hearing on the Motion to Convert has commenced and has been combined with the hearing on the Trustee Motion. The hearing on the Trustee Motion is currently set for hearing on May 6, 2011 also.

20. In addition to the Trustee Motion and the Motion to Convert, on February 14, 2011, SPCP filed a Motion for Relief from Stay against the portion of the Valhalla Property owned by Morris ("Lake Valhalla Stay Motion") [Docket No. 271]. The Lake Valhalla Stay Motion is set for final hearing on June 2, 2011 [Docket No. 298]. In addition, there have been numerous other contested matters litigated between SPCP and the Debtors during the course of these cases. These contested matters have included lift stay motions with respect to the JP Property, the Maluhia Nine property, plan litigation in Maluhia Nine, objections to the Debtors' request for extensions of exclusivity, and objections to various sale motions. Outside of the

bankruptcy cases, PRM JP, Morris and PRM Realty and others and SPCP are involved in a state court foreclosure proceeding in New York with respect to the JP Property and Mortgage.

21. The various litigation with SPCP has required a great deal of the Debtors' time and resources. In the absence of the settlement which is the subject of this Motion, the various litigation will continue to be a strain on the Debtors' time and resources.

C. The Settlement

22. On their own initiative and at the direction of the Court, the Debtors and SPCP entered into settlement negotiations following the last scheduled hearing on the Trustee Motion with a goal of reaching a comprehensive settlement that would end the various litigation and put the cases on a path toward confirmation. Those efforts have resulted in an agreement, subject to definitive documentation and this Court's approval, that will resolve all pending and threatened litigation between all of the involved affiliated Morris entities, including Morris, PRM Realty, PRM Jackson, Valhalla Estates, Maluhia Nine and Zoey and SPCP and put the case on a path toward confirmation of a plan (the "Global Settlement"). A term sheet describing the material terms of the Global Settlement (the "Term Sheet") is attached hereto as **Exhibit A**. The parties are drafting definitive settlement documentation which will be filed with the Court at least three days prior to the hearing on this Motion.

23. In summary, the Global Settlement accomplishes three things essential to a resolution of these very difficult cases. First, the Global Settlement puts an end to the expensive and time consuming litigation with SPCP thereby allowing Mr. Morris and the Debtors to focus exclusively on raising the capital necessary to fund a plan of reorganization in these cases. Second, the Global Settlement establishes case management milestones that will force the Debtors to put forth a plan in relatively short order. Third, the Global Settlement provides an

agreed restructure of the LV Note (the “Modified LV Note”) with favorable terms which the Debtor can shop to potential investors in order to meet the plan funding milestones and ensures SPCP's support of a plan incorporating the terms of the Global Settlement.

24. The initial step in consummation of the Global Settlement is for PRM JP and Zoey to initiate their own Chapter 11 Cases for the purpose of affecting transfers of the LV Property and the JP Property to SPCP as described in the Term Sheet.

25. The transfer of the JP Property to SPCP or its designee will be free and clear of all liens and interests and will be in partial satisfaction of the JP Note. The unsatisfied portion of the JP Note will be included in the proposed Modified LV Note. Once this transfer is completed, the Debtors will have no further liability for any amounts due and owing under the JP Note other than such unsatisfied portion that will be included in the Modified LV Note.

26. If the case management milestones are not met, the LV Property will also be conveyed to SPCP or its designee free and clear of all liens and interests in full and complete satisfaction of all claims of SPCP against the Debtors, including Zoey, Valhalla Estates, and PRM JP. However, after such transfer of the LV Property to SPCP, the Debtors will retain the right to receive 50% of the net proceeds from SPCP's ultimate sale of the LV Property after SPCP has received a full recovery as defined in the Term Sheet and the definitive settlement agreement. SPCP will have full control of the sale process if it obtains title to the LV Property as set forth in the Term Sheet.

27. In order to effectuate this potential transfer, Morris seeks approval pursuant to 11 U.S.C. § 363(b) and (f) to convey title to the LV Property into escrow pending either the Debtors' failure to meet, or satisfaction of, the case management deadlines.

28. The case management deadlines will work as follows:

(a) From the date of entry of this Court's order approving the settlement, Morris will have 90 days to obtain a binding Letter of Intent ("LOI") from an investor for the purpose of funding a plan of reorganization, including the pay down of \$10,000,000.00 on account of the Modified LV Note. Should there be a dispute between SPCP and the Debtors over whether the LOI is binding and sufficient to support the plan process, the matter will be presented to the Court for determination on an expedited basis. If it is determined that there is not a binding LOI by day 90, either by agreement of the parties or Court Order, then the escrow shall be released and the LV Property will be immediately transferred to SPCP free and clear of liens and interests as described above and in the Term Sheet.

(b) If a binding LOI is obtained, then the Debtor will have an additional 90 days to obtain confirmation and consummation of a plan of reorganization, including the payment of \$10,000,000.00 to SPCP. The plan must contain the terms of treatment of the LV Note as described in the Term Sheet. Should the Debtors fail to meet this confirmation deadline in 180 days, then on the 181st day, the escrow shall be released and title to the LV Property will be released from escrow as described above and transfer of the LV Property to SPCP will be free and clear of all liens and interests as described above and in the Term Sheet. If the Debtors meet the case management deadlines and a plan is confirmed and consummated, title to the LV Property will be released from escrow back to the Reorganized Debtors consistent with the terms of the plan.

III. RELIEF REQUESTED

29. Bankruptcy Rule 9019(a) provides, "on motion by the trustee and after a hearing on notice to creditors . . . the court may approve a compromise or settlement." Approval of the

compromise is specifically “committed to the sound discretion of the Bankruptcy Court.” *River City v. Herpel, (In re Jackson Brewing Co.)*, 624 F.2d 599, 602-603 (5th Cir. 1980).

30. The compromise contained in the Global Settlement between the Debtors and SPCP meets the standard set forth in *Protective Comm. For Independent Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414, *reh’g denied*, 391 U.S. 909 (1968). In *TMT Trailer Ferry*, the United States Supreme Court stated that the following factors are to be considered in determining the appropriateness of a compromise:

- a. The probabilities of ultimate success should the claim be litigated;
- b. An educated estimate of (i) the complexity, expense, and likely duration of such litigation, (ii) the possible difficulties of collecting on any judgment which might be obtained; and (iii) all other factors relevant to a full and fair assessment of the wisdom of the proposed compromise.
- c. The comparison of the terms of the compromise with likely rewards of litigation.

TMT Trailer Ferry, 390 U.S. at 424-25. Further, in *In re Jackson Brewing*, 624 F.2d at 602, the Fifth Circuit specified other considerations, *e.g.*, (i) uncertainties of fact and law which impact the probability of success and litigation, and (ii) delay and inconvenience which impacts the complexity/duration of the litigation.

31. The Global Settlement clearly meets the standards established by the United States Supreme Court and Fifth Circuit because it would efficiently and fairly resolve two of the largest claims against the Debtors' estates and, more importantly facilitates a process that creates a path to confirmation in these cases.

32. To facilitate the Global Settlement, Morris seeks, by this Motion, authority to convey the LV Property into escrow as described herein with such transfer to be free and clear of liens and interests in accordance with 11 U.S.C. §363(f).

33. Also, integral to the settlement is the establishment of the case management deadlines. The Debtors request the Court to approve the case management deadlines as described herein pursuant to 11 U.S.C. §105(d)(2).

34. Finally, the Debtors' request that the provisions of 11 U.S.C. §362 be modified as necessary to permit the parties to implement the settlement described herein.

WHEREFORE, PREMISES CONSIDERED, the Debtors pray that this Motion be granted as set forth herein and that the Debtor's have such other and further relief to which they may be justly entitled.

Dated: April 28, 2011

Respectfully submitted,

/s/Gerrit M. Pronske (04/28/2011)

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CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that, on April 28, 2011, I caused to be served the foregoing pleading upon the attached service list via the Court's electronic transmission facilities and/or United States mail, first class delivery.

/s/ Yewande Akinwolemiwa (04/28/2011)

Yewande Akinwolemiwa

EXHIBIT A

THE AGREEMENT (TERM SHEET)

The following sets forth the understanding of the material terms of the global settlement reached between SPCP Group, LLC ("SPCP") and Peter R. Morris ("Morris"), PRM Realty Group, LLC ("PRM Realty"), Zoey Estates, LLC ("Zoey"), PRM Jackson Pond Resort Residential Development Associates, LLC ("PRM JP"), Lake Valhalla Estates, LLC ("LV Estates") and any other necessary Morris affiliated party (collectively, referred to herein as the "Morris Entities").

This agreement remains subject to definitive and more extensive documentation with a Compromise Settlement Agreement (collectively, the "Agreement") and supporting documentation to implement the terms contained herein, all of which must be acceptable to both SPCP and the Morris Entities and approved by the U.S. Bankruptcy Court presiding over the Morris cases (the "Bankruptcy Court") at the hearing on May 6, 2011 (the "May 6th Hearing") and all other hearings necessary to carry out the terms in this Agreement (the "Future Hearings").

1. No later than Thursday, April 28, 2011, Morris and PRM Realty will file, *inter alia*, a (i) 9019 Motion seeking to approve the terms contained in this Agreement; (ii) Section 363 Motion to transfer Mr. Morris' interest in the LV Property to SPCP, and (iii) Rule 4001 Agreement lifting the stay on the LV Property, as defined herein, pursuant to the terms contained herein at the May 6th Hearing (collectively, the "Motions to Settle").

2. On or before Friday, May 6, 2011, Zoey will file Chapter 11 Bankruptcy in the Northern District of Texas, Dallas Division.

3. On or before Friday, May 6, 2011, PRM JP will file Chapter 11 Bankruptcy in the Northern District of Texas, Dallas Division.

4. Upon filing the Chapter 11 bankruptcies, Zoey and PRM JP will immediately seek to have their cases transferred to Judge Hale's Courtroom where the other bankruptcy Morris cases are pending.

5. Upon filing the Chapter 11 bankruptcies, Zoey, LV Estates and PRM JP will enter Notices of Appearances in the Morris and PRM Realty bankruptcy cases and will appear at the May 6th Hearing and support the Motions to Settle.

6. At the May 6th Hearing, the Morris Entities that have not already done so will agree to lift the stay as to SPCP on the Jackson Pond Property (the "JP Property") and as to the Lake Valhalla Property (the "LV Property") consistent with the terms of this agreement. The LV Property includes all property subject to the current LV Note owned by Morris and Zoey or any other entities.

7. Promptly after the filing of their respective Chapter 11 Petitions, Zoey and PRM JP will file identical motions (with the exception of the necessary modifications to correspond with each debtor's case) as the Motions to Settle (the "Additional Motions to Settle") requesting, *inter alia*, sections 9019 and 363 and Rule 4001 relief as to the JP Property and LV Property and each debtor will request an expedited hearing on them (the "Additional Motions Hearing").

8. Within 11 days after Bankruptcy Court approval of this Agreement at the May 6th Hearing (the "May 6th Bankruptcy Approval"), Morris, PRM Realty and LV Estates shall execute all documents necessary to transfer the LV Property free and clear of all liens and encumbrances to SPCP (the "First LV Transfer Documents") pursuant to the terms contained herein. The First LV Transfer Documents shall be held in escrow with _____ pursuant to release to SPCP as provided herein. Morris and PRM Realty will also execute all necessary documents to withdraw any defenses in the New York foreclosure litigation of the JP Property.

9. Within 11 days after Bankruptcy Court approval of this Agreement at the hearing on the Additional Motions to Settle (the "Additional Motions to Settle Bankruptcy Approval"), Zoey and PRM JP shall execute all documents necessary to transfer the LV Property free and clear of all liens to SPCP (the "Second LV Transfer Documents") pursuant to the terms contained herein. The Second LV Transfer Documents shall be held in escrow with _____ pursuant to release to SPCP as provided herein. Zoey and PRM JP will also execute all necessary documents to withdraw any defenses in the New York foreclosure litigation of the JP Property.

10. Within 11 days after the Additional Motions to Settle Bankruptcy Approval, the Morris Entities, as necessary, shall execute all documents necessary to convey title of the JP Property to SPCP free and clear of all liens and encumbrances and will work in good faith to assist SPCP in maximizing its recovery from a sale of the JP Property to such third party as SPCP chooses.

11. The JP Property will be transferred free and clear of all liens and encumbrances immediately, completely, indefensibly, and irrevocably to SPCP by all Morris Entities through documents, as decided necessary by SPCP, signed by the Morris Entities, as necessary, and ordered by the Court.

12. \$7.5 million of the existing debt on the JP Property, plus an additional amount equal to the lesser of (i) \$1.5mm in expenses, but not including the current taxes owing on the LV Property, or (ii) the actual out of pocket expenses incurred or to be incurred by SPCP for attorneys' fees, taxes, spillway costs and any other out of pocket costs and expenses incurred or to be incurred to protect SPCP's interest in the JP Property and the LV Property will be rolled into a new Lake Valhalla Estates Note (the "Modified LV Note") in the amounts as described below.

13. The Morris Entities will be makers of the Modified LV Note.

14. Following a paydown of \$10 million on the existing LV Property debt, a Modified LV Note will be issued containing the following terms:

(i) The amounts are as follows as of April 19, 2011:

\$10,530,698.01 (LV UPB) + \$5,482,979.26 (781 days of interest *7,020.46 - from 3/1/09 thru 4/19/11) = \$16,013,677.27

Less principal paydown - \$10,000,000.00

Plus JP Note transfer - \$9,000,000.00

New Note Balance = \$15,013,677.27

Following the delivery of the JP Property to SPCP, interest on the LV Property debt will accrue at 17% interest to the Effective Date of the Plan of Reorganization and issuance of the Modified LV Note, and, therefore, the amount of the Modified LV Note will correspondingly increase from the \$15,013,677.27 listed herein.

Other than as described in this provision, the Morris Entities will have no further liability for any JP Property indebtedness nor any right to any excess proceeds from a subsequent sale of the JP Property by SPCP.

(ii) 4 year term at 7% interest with an option for a 5th year contingent on 3% cash option fee, principal paydown of 10% and adjusted interest of greater of 7% or prime plus 3% on date of option exercise.

(iii) interest paid monthly in arrears, the Morris Entities to pay current all taxes and other charges.

(iv) secured by the LV Property but subordinate to the Merrill Lynch ("ML") debt as modified pursuant to the Morris Plan of Reorganization (the "Plan") provided that the Modified LV Note will be cross defaulted to the ML note and provided that modified terms of the ML debt must be reasonably acceptable to SPCP and the Morris Entities.

(v) the Modified LV Note to be full recourse to the Morris Entities, including, but not limited to, Morris, individually, PRM Realty, and all parties that signed on the current loan documents.

15. The foregoing modification of the current LV Note is contingent on the Morris Entities or any combination thereof raising funds to fund payments described above and to otherwise confirm a Plan of Reorganization in the Morris cases, which funding requirement shall be subject to the following terms:

(i) Morris and PRM Realty have 90 days from the Bankruptcy Approval to obtain a binding LOI. If no binding LOI is obtained in 90 days, as determined by agreement of the parties or Court Order, the Drop Dead Provisions as described in paragraph 4(iv) herein are

activated and the First and Second LV Property Transfer Documents shall be immediately, completely, indefensibly, and irrevocably released to SPCP without further Court Order.

(ii) If it is determined that Morris and PRM Realty have a binding LOI, they shall have an additional 90 days from the expiration of the first 90 days (180 days in total from the Bankruptcy Approval) to obtain confirmation and fund the Plan. If the \$10mm is not paid to SPCP to paydown the LV Note by the 180th day from the Bankruptcy Approval, the Drop Dead Provisions as described in paragraph 4(iv) herein are activated and the First and Second LV Property Transfer Documents shall be immediately, completely, indefensibly, and irrevocably released to SPCP without further Court Order.

(iii) Subject to execution of a reasonable NDA and Non-Circumvention Agreement by SPCP, Morris will agree to provide information on any investor who submits a LOI to Morris and PRM Realty within three business days of submission of LOI;

(iv) If Morris and PRM Realty fail to meet milestones as provided in paragraph 4(i)-(ii), then drop dead provisions (the “Drop Dead Provisions”) will kick in and the entire LV Property/collateral will be conveyed to SPCP subject to the ML first lien debt. In that event, the Morris Entities will have no further liability of any kind on account of the LV Property to SPCP. SPCP will be given sole discretion to market and sale the LV property as SPCP chooses after it is transferred to SPCP by the Morris Entities (“Post Acquisition”).

16. Morris will receive 50% of proceeds from a sale of the LV Property by SPCP after full recovery to ML and SPCP with full recovery to SPCP defined as the Modified LV Note as described in paragraph 3(a) above plus interest accrual from date of the May 6th Bankruptcy Approval of the Agreement at 17% interest until Plan Confirmation and 7% interest during the Post Acquisition period to the date of sale of the LV Property by SPCP, and (b) all costs and expenses SPCP incurs on the LV Property Post Acquisition, including, but not limited to, current or delinquent real estate taxes, insurance, development costs, and legal fees.

17. The transfer of the LV Property from the Morris Entities to SPCP in the Drop Dead Provisions shall be free and clear of all liens and encumbrances, and immediate, complete, indefensible, and irrevocable to SPCP without further Court Order.

18. All transfer documents will be exhibits at the May 6th Hearing and the Additional Motions Hearing.

19. SPCP will support and vote in favor of a Plan of Reorganization in the Morris Entities’ cases containing the terms for treatment of the LV and JP indebtedness as set forth herein and provided that the other terms of the Agreement are performed as set forth herein and in the definitive documentation and none of the terms of the Plan are in conflict with the provisions herein.

20. Upon Court approval of the Agreement at the May 6th Agreement, Morris agrees to provide to SPCP all offers/counter-offers by the conservation group Scenic Hudson with respect to any of the LV Property and will consent to SPCP contacting Scenic Hudson representatives provided that Morris representatives be included in any contact or discussions

between SPCP and Scenic Hudson and until such time as the LV Property is transferred. Unless and until such time as the LV Property is transferred in accordance with the provisions herein, Morris shall retain full discretion to approve or reject any offers from/to Scenic Hudson.

21. This Agreement is subject to a complete agreement and documentation on how the JP Property and LV Property will be fully and immediately transferred to SPCP (by all parties to the original loan documents) in the event that any of the contingencies are not met. This condition must be met at least 3 days before the May 6th Hearing. All transfer documents will be exhibits at the May 6th Hearing and Additional Documents Hearing and presented for Court approval/order.

22. The parties agree to use their best efforts to fully document this Agreement, including agreement on the process of transferring clear and completely indefensible titles by the Morris Entities to SPCP as provided herein and to request an expedited hearing for May 6th. SPCP will not agree at this time to continue the Trustee Hearing pending Bankruptcy Approval.

23. In the event that the Agreement is not approved by the Bankruptcy Court, each party reserves all of their rights, claims and defenses in connection with all litigation and other disputes existing between the parties.

24. At the May 6th Hearing, Zoey, PRM JP, and LV Estates will agree to be ordered to attend the Additional Motions Hearing and execute all necessary documents to transfer the JP Property and LV Estates Property to SPCP at the Additional Motions Hearing subject to the terms contained in this Agreement.

25. All of the Morris Entities agree to submit to an order from the Bankruptcy Court that they cannot re-file bankruptcy for 2 years if any of the bankruptcy cases are dismissed.

26. LV Estates agrees not to file bankruptcy for 1 year after the Additional Motions Hearing.

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Virgil J. Jordan
P.O. Box 8591
Jacksonville, TX 75766-8591

Vision Service Plan
File 74619
P.O. Box 60000
San Francisco, CA 94160-0001

WFP Holding Ret Savings Plan
401 K John Schooler TTEE
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

WFP Securities
Attn: Elaine McElury
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

WFP Securities
Attn: John Schooler
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

WFP Securities
Attn: Kenneth Cortlett
5186 Carroll Canyon Road
San Diego, CA 92121-1729

WFP Securities
Attn: Kristopher Field
5186 Carroll Canyon Road
San Diego, CA 92121-1729

WFP Securities
Attn: Matthew Deline
5186 Carroll Canyon Road
San Diego, CA 92121-1729

WFP Securities
Attn: Tom English
5186 Carroll Canyon Road
San Diego, CA 92121-1729

WFP Securities
Attn: Warren Horney
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

WFP Securities
Attn: Matt Deline & Jon Good
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

WFP Securities
Attn: William F. Frioli
6020 Cornerstone Ct. West, No. 240
San Diego, CA 92121-3729

Warren H. Smith & Associates, P.C.
325 N. St Paul Street
Republic Center, Suite 1250
Dallas, TX 75201-3801

Western Associates Inc.
124 East Main Street
P.O. Box 297
Marion, KS 66861-0297

William Deitch
600 W. Roosevelt Road, Suite A-1
Wheaton, IL 60187-5088

William J. Harte, Ltd.
111 West Washington St., Suite 1100
Chicago, IL 60602-2705

William Vigneault
181 Sunset Terrace
Lunguna Beach, CA 92651-3966

Wilson-Davis & Co.
Attn: Les V. Anderton
236 W. Main
Salt Lake City, UT 84101

Winnie Yu
2680 Bishop Dr., No. 150
San Ramon, CA 94583-4363

Wisconsin Department of Revenue
Box 939331
Milwaukee, WI 53293-0931

Wisconsin Department of Revenue
P.O. Box 8901
Madison, WI 53708-8901

Workman Securities Corp.
Attn: David Treece
6500 City West Parkway, Suite 350
Eden Prairie, MN 55344-7715

Zieman, Speegle, Jackson
Five Dauphin Street, Suite 301
P.O. Box 11
Mobile, AL 36601-0011

Zieman, Speegle, Jackson and Hoffman, LLC
P.O. Box 11
Mobile, AL 36601-0011

Zoey Estates, LLC
118 N. Clinton St., Suite LL366
Chicago, IL 60661-2330

Gerrit M. Pronske
Pronske & Patel, P.C.
2200 Ross Avenue
Suite 5350
Dallas, TX 75201-7903

Jen-Hsun Huang

Lori Huang

Melanie Pearce Goolsby
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2200 Ross Avenue, Suite 5350
Dallas, TX 75201-7903

Peter R. Morris
c/o J. Mark Chevallier, Esq.
CO James G. Rea, Esq.
McGuire, Craddock & Strother, P.C.
2501 N. Harwood, Suite 1800
Dallas, TX 75201-1613

UST U.S. Trustee
1100 Commerce Street
Room 976
Dallas, TX 75242-1011

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified
by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Employment Development Department
P.O. Box 826880
Sacramento, CA 94280-0001

Illinois Department of Revenue
P.O. Box 1040
Galesburg, IL 61402-1040

Internal Revenue Service
1100 Commerce Street
MAIL CODE 5027 DAL
Dallas, TX 75242

(d)Internal Revenue Service
Department of Treasury
Kansas City, MO 64999-0002

(d)Internal Revenue Service
P.O. Box 804521
Cincinnati, OH 45280-4521

(d)Internal Revenue Service
P.O. Box 804522
Cincinnati, OH 45280-4522

TXU Energy
P.O. Box 650638
Dallas, TX 75265-0638

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Trovato Group
2307 Parmenter, Suite 200
Middleton, WI 53562

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)AICCO, Inc.	(u)BFI Capital, LLC	(u)Bank of America, N.A.
(u)Bank of New York Mellon Trust Company, N.A	(u)Bar Pilot Land, LLC	(u)Benowich Law, LLP
(u)Blue Cross and Blue Shield of Illinois	(u)Bridge Funding Inc.	(d)Cemetery Planning Resource Alliance, LLC 7921 Southpark Plaza Suite 106 Littleton, CO 80120-4506
(u)Dallas County	(u)Hancock Bank	(u)JGA Consulting
(d)Jack Murphy 6235 Squiredell Dr. San Jose, CA 95129-4749	(u)Jones Lang LaSalle Americas, Inc.	(d)Maluhia Development Group, LLC 118 N. Clinton St., Suite LL366 Chicago, IL 60661-2330
(d)Pahio Marketing, Inc. 3970 Wyllie Road Princeville, HI 96722-5506	(u)Pilots Pointe Development, LLC	(d)Piracle, Inc. 556 Confluence Avenue Murray, UT 84123-1385

(u)Principal Life Insurance Company

(u)Stonehill Realty Capital, Inc.

(d)Brian Thomas
1730 N. Clark St., No. 2607
Chicago, IL 60614-5892

End of Label Matrix
Mailable recipients 529
Bypassed recipients 21
Total 550